

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TILLIE SALTZMAN, Individually and On)
Behalf of All Others Similarly Situated,) CIVIL ACTION NO. 07-9901-SHS

Plaintiff,)

vs.)

CITIGROUP INC., CHARLES O. PRINCE,)
ROBERT E. RUBIN, STEPHEN R. VOLK,)
SALLIE L. KRAWCHECK, GARY L.)
CRITTENDEN and ROBERT DRUSKIN,)

Defendants.)

LENNARD HAMMERSCHLAG,) CIVIL ACTION NO. 07-10258-RJS
Individually, and On Behalf of All Others)
Similarly Situated,)

Plaintiff,)

vs.)

CITIGROUP INC., CHARLES PRINCE,)
SALLIE KRAWCHECK, GARY)
CRITTENDEN,)

Defendants.)

**DECLARATION OF THE HONORABLE MARC DANN AND
WILLIAM J. NEVILLE IN SUPPORT OF THE U.S. PUBLIC FUND
GROUP'S MOTION FOR APPOINTMENT AS LEAD PLAINTIFF**

1. I, Marc Dann, am the Attorney General of the State of Ohio. As the Attorney General, I provide legal counsel to the public pension funds of the State of Ohio, including the State Teachers Retirement System of Ohio.

2. I, William J. Neville, am the General Counsel of the Ohio State Teachers Retirement System (“Ohio STRS” and, with the Attorney General of the State of Ohio, “Ohio”). As General Counsel, I serve as the principal in-house counsel to Ohio STRS.

3. Ohio STRS and the Office of the Ohio Attorney General are presently represented by the law firm of Schiffrian Barroway Topaz & Kessler, LLP (“Schiffrian Barroway”) in *Life Enrichment Foundation v. Merrill Lynch*, No. 07-CV-9633 (LBS) (S.D.N.Y.) (“*Merrill Lynch*”), in which Ohio STRS is seeking appointment as Lead Plaintiff.

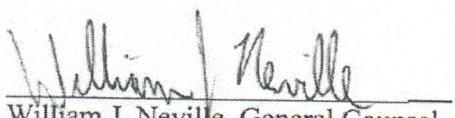
4. Through its representation of Ohio STRS and the Office of the Attorney General in *Merrill Lynch*, Schiffrian Barroway has been privy to confidential information about Ohio’s legal strategies, including confidential information concerning the Citigroup securities class action. Among other things, prior to January 7, 2008 Schiffrian Barroway was aware of Ohio STRS’ intention to file a Lead Plaintiff motion in the *Citigroup* and was informed of Ohio STRS’ financial interest in that action.

5. Prior to January 7, 2008, Schiffrian Barroway approached Ohio with a proposal to seek joint appointment as Lead Plaintiff with certain Swedish institutional investors with whom Schiffrian Barroway was in contact. Under this proposal, Schiffrian Barroway would serve as an additional Lead Counsel in the *Citigroup* action. Ohio rejected Schiffrian Barroway’s proposal. The Swedish funds themselves never contacted Ohio STRS or the Office of the Attorney General. Schiffrian Barroway persisted in urging

us to move jointly with the Swedish institutional investors. As late as the afternoon of Friday, January 4, 2008—the last business day before the statutory deadline for motions for appointment as Lead Plaintiff in the *Citigroup* action—Schiffrian Barroway continued to contact Ohio in an effort to persuade us to cause Ohio STRS to seek joint Lead Plaintiff status with Schiffrian Barroway's Swedish clients. Schiffrian Barroway did not indicate that it represented any other institutions that intended to move for appointment as Lead Plaintiff in *Citigroup*, or that the Swedish funds it represented had or intended to partner with any other foreign or domestic institutions.

Dated: January 28, 2008

The Honorable Marc Dann
Attorney General of the State of Ohio


William J. Neville, General Counsel
State Teachers Retirement System of Ohio